

LAW OFFICES  
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\*ALSO ADMITTED IN MARYLAND

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16615-B  
DEC 20 1989 -4 05 PM

INTERSTATE COMMERCE COMMISSION

9-354A044

December 20, 1989

Ms. Noreta McGee  
Secretary  
Interstate Commerce Commission  
12th Street and Constitution Avenue, N.W.  
Washington, D.C. 20423

Re: Security Agreement Registration Number  
16615, Notice of Substitution of  
Arcadian Corp. as Grantor

Dear Ms. McGee:

Enclosed please find an original and one copy/counterpart of the Notice of Substitution of Grantor to Rolling Stock Security Agreement, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is an amendment to a Security Agreement filed with the Commission of November 20, 1989 and assigned Registration Number 16615. The purpose of this Notice of Substitution to Security Agreement 16615 is to reflect the merger of Grantor, Columbia Nitrogen Corporation with Fertilizer Industries, Inc. and the subsequent change of the corporate name of Fertilizer Industries, Inc. to Arcadian Corporation.

With the filing of this document, the Commission's records should indicate that Arcadian Corporation, 2650 Thousand Oaks Boulevard, Suite 2220, Memphis, Tennessee 38118 is the Grantor of the Security Agreement assigned Registration Number 16615. We request that Registration Number 16615 be cross-indexed.

The Grantee of the involved Security Interest is Texas Commerce Bank National Association, 712 Main Street, Houston, Texas 77002.

The equipment subject to this Security Agreement is identified and described in Schedules 1 and 2 to the Notice of Substitution of Grantor to Rolling Stock Security Agreement. It is the same equipment list included with the Security Agreement

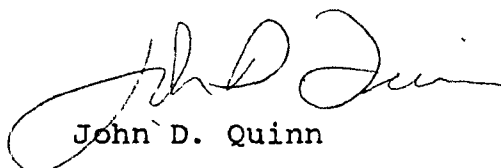
FEHRENBACHER, SALE, QUINN & DEESE, P C

Ms. Noreta McGee  
December 20, 1989  
Page 2

filed on November 20, 1989 and assigned Registration Number 16615.

A check in payment of the filing fee is enclosed. Please contact me at once if you have any questions or are in need of further information.

Very truly yours,



John D. Quinn

JDQ/db

Enclosure

**Interstate Commerce Commission**  
Washington, D.C. 20423

12/20/89

OFFICE OF THE SECRETARY

John D. Quinn  
Fehrenbacher, Sale Quinn & Deese  
910 16th St. N.W. Fifth Fl.  
Washington, D.C. 10006

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12/20/89 at 4:05pm and assigned recordation number(s). 16615-B

Sincerely yours,



Noreta R. McGee  
Secretary

Enclosure(s)

RECORDATION NO. 16615-B FILED 1425  
DEC 20 1989 -4 05 PM  
INTERSTATE COMMERCE COMMISSION

NOTICE OF SUBSTITUTION OF GRANTOR  
TO ROLLING STOCK SECURITY AGREEMENT

The Secretary of the Interstate Commerce Commission will please take notice of the following:

1. Columbia Nitrogen Corporation, a Delaware corporation, whose address is 23 Columbia Nitrogen Drive, Augusta, Georgia 30903, entered into a Rolling Stock Security Agreement (Security Agreement) whereby it granted a security interest in rail equipment to Texas Commerce Bank National Association\* (Grantee), 712 Main Street, Houston, Texas 77002, dated November 7, 1989.

2. The Rolling Stock Security Agreement was filed with the Interstate Commerce Commission on November 20, 1989, and was assigned Registration Number 16615 by the Office of the Secretary of the Interstate Commerce Commission.

3. On November 29, 1989, Columbia Nitrogen Corporation was merged with Fertilizer Industries, Inc., a Delaware corporation.

4. On November 29, 1989, Fertilizer Industries, Inc. changed its name to Arcadian Corporation.

5. Arcadian Corporation herewith acknowledges that it is bound by the terms of the Rolling Stock Security Agreement dated November 7, 1989 and filed with the Interstate Commerce Commission on November 20, 1989, Registration Number 16615, and that Texas Commerce Bank National Association\* has a security interest in the rail equipment listed in schedules 1 and 2 attached hereto.

6. The records of the Interstate Commerce Commission should substitute Arcadian Corporation, 2650 Thousand Oaks Boulevard, Suite 2220, Memphis, Tennessee 38118 as the Grantor pursuant to the Rolling Stock Security Agreement dated November 7, 1989 and filed with the Interstate Commerce Commission on November 20, 1989, Registration Number 16615.

\*, as Agent

Dated this 19th day of December, 1989.

ARCADIAN CORPORATION

By: [Signature]  
Name: Kevin P. O'Meara  
Title: Vice President

TEXAS COMMERCE BANK NATIONAL ASSOCIATION, as Agent

By: [Signature]  
Name: Gregory R. Ford  
Title: Vice President

STATE OF TEXAS       §  
                              §  
COUNTY OF HARRIS   §

This instrument was acknowledged before me on December 19, 1989, by KEVIN P. O'MEARA, Vice President of Arcadian Corporation, a Delaware corporation, on behalf of said corporation.

[Seal]

[Signature]  
Signature of Notary Public

My Commission Expires: 4/25/92

STATE OF TEXAS       §  
                              §  
COUNTY OF HARRIS   §

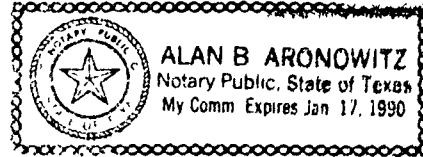
This instrument was acknowledged before me on December 19, 1989, by Gregory R. Ford, Vice President of Texas Commerce Bank National

Association, a national banking association, on behalf of said association, as Agent.

[Seal]

Alan B. Aronowitz  
Signature of Notary Public

My Commission Expires: 1/17/90



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SCHEDULE 1

(ROLLING STOCK SECURITY AGREEMENT)

ROLLING STOCK

1. G.E. Diesel Locomotive, Model B-D160/160 4GHM833-500; Serial No. 18071
2. G.E. Diesel Locomotive, Model D50/50, G.E. 723/150; Serial No. 3129
3. Clark CT50 Tug 2144640
4. Clark CT50 Tug 2154640
5. Clark CT50 Tug 82-5001
6. Railroad Tank Cars:

A.A.R.  
Mech.  
Desig.

Nos.Description

T	CNCX10001	Tank, Alum.
T	CNCX10002	Tank, Alum.
T	CNCX10003	Tank, Alum.
T	CNCX10004	Tank, Alum.
T	CNCX10005	Tank, Alum.
T	CNCX10006	Tank, Alum.
T	CNCX10007	Tank, Alum.
T	CNCX10008	Tank, Alum.
T	CNCX10009	Tank, Alum.
T	CNCX10010	Tank, Alum.
T	CNCX10011	Tank, Alum.
T	CNCX10012	Tank, Alum.
T	CNCX10013	Tank, Alum.
T	CNCX10014	Tank, Alum.
T	CNCX10015	Tank, Alum.
T	CNCX10016	Tank, Alum.
T	CNCX10017	Tank, Alum.
T	CNCX10018	Tank, Alum.
T	CNCX10019	Tank, Alum.
T	CNCX10020	Tank, Alum.
T	CNCX10022	Tank, Alum.
T	CNCX10023	Tank, Alum.
T	CNCX10024	Tank, Alum.

SCHEDULE 1 (CONT.)

<u>A.A.R.</u> <u>Mech.</u> <u>Desig.</u>	<u>Nos.</u>	<u>Description</u>
T	CNCX10025	Tank, Alum.
T	CNCX10026	Tank, Alum.
T	CNCX10027	Tank, Alum.
T	CNCX10028	Tank, Alum.
T	CNCX10029	Tank, Alum.
T	CNCX10030	Tank, Alum.
T	CNCX10031	Tank, Alum.
T	CNCX10032	Tank, Alum.
T	CNCX10033	Tank, Alum.
T	CNCX10034	Tank, Alum.
T	CNCX10035	Tank, Alum.
T	CNCX10036	Tank, Alum.
T	CNCX10037	Tank, Alum.
T	CNCX10038	Tank, Alum.
T	CNCX10039	Tank, Alum.
T	CNCX10040	Tank, Alum.
T	CNCX10041	Tank, Alum.
T	CNCX10042	Tank, Alum.
T	CNCX10044	Tank, Alum.
T	CNCX10045	Tank, Alum.
T	CNCX10046	Tank, Alum.
T	CNCX10047	Tank, Alum.
T	CNCX10048	Tank, Alum.
T	CNCX10050	Tank, Alum.
T	CNCX10051	Tank, Alum.
T	CNCX10052	Tank, Alum.
T	CNCX10053	Tank, Alum.
T	CNCX10054	Tank, Alum.
T	CNCX10055	Tank, Alum.
T	CNCX10056	Tank, Alum.
T	CNCX10057	Tank, Alum.
T	CNCX10058	Tank, Alum.
T	CNCX10059	Tank, Alum.
T	CNCX10060	Tank, Alum.
T	CNCX10061	Tank, Alum.
T	CNCX10062	Tank, Alum.
T	CNCX10063	Tank, Alum.
T	CNCX10064	Tank, Alum.
T	CNCX20001	Tank, Alum. Coiled



SCHEDULE 1 (CONT.)

<u>A.A.R.</u> <u>Mech.</u> <u>Desig.</u>	<u>Nos.</u>	<u>Description</u>
T	CNCX20002	Tank, Alum. Coiled
T	CNCX20003	Tank, Alum. Coiled
T	CNCX20004	Tank, Alum. Coiled
T	CNCX20005	Tank, Alum. Coiled
T	CNCX20006	Tank, Alum. Coiled
T	CNCX20007	Tank, Alum. Coiled
T	CNCX20008	Tank, Alum. Coiled
T	CNCX20009	Tank, Alum. Coiled
T	CNCX20010	Tank, Alum. Coiled
T	CNCX20011	Tank, Alum. Coiled
T	CNCX20012	Tank, Alum. Coiled
T	CNCX20013	Tank, Alum. Coiled
T	CNCX20014	Tank, Alum. Coiled
T	CNCX20015	Tank, Alum. Coiled
T	CNCX20016	Tank, Alum. Coiled
T	CNCX20017	Tank, Alum. Coiled
T	CNCX20018	Tank, Alum. Coiled
T	CNCX20019	Tank, Alum. Coiled
T	CNCX20020	Tank, Alum. Coiled
T	CNCX21001	Tank, Alum.
T	CNCX21002	Tank, Alum.
T	CNCX21003	Tank, Alum.
T	CNCX21004	Tank, Alum.
T	CNCX21005	Tank, Alum.
T	CNCX21006	Tank, Alum.
T	CNCX21007	Tank, Alum.
T	CNCX21008	Tank, Alum.
T	CNCX21009	Tank, Alum.
T	CNCX21010	Tank, Alum.
T	CNCX21011	Tank, Alum.
T	CNCX21012	Tank, Alum.
T	CNCX21013	Tank, Alum.
T	CNCX21014	Tank, Alum.
T	CNCX21015	Tank, Alum.
T	CNCX21016	Tank, Alum.
T	CNCX21017	Tank, Alum.
T	CNCX21018	Tank, Alum.
T	CNCX21019	Tank, Alum.
T	CNCX21020	Tank, Alum.
T	CNCX30001	Tank, Stainless Stl.
T	CNCX30002	Tank, Stainless Stl.

SCHEDULE 1 (CONT.)

A.A.R.  
Mech.  
Desig.

Nos.

Description

T	CNCX30003	Tank, Stainless Stl.
T	CNCX30004	Tank, Stainless Stl.
T	CNCX30005	Tank, Stainless Stl.
T	CNCX30006	Tank, Stainless Stl.
T	CNCX30007	Tank, Stainless Stl.
T	CNCX30008	Tank, Stainless Stl.
T	CNCX30009	Tank, Stainless Stl.
T	CNCX30010	Tank, Stainless Stl.

SCHEDULE 2

## (ROLLING STOCK SECURITY AGREEMENT)

ROLLING STOCK LEASES AND LEASED ROLLING STOCKLEASE AGREEMENTROLLING STOCK COVERED  
BY LEASE AGREEMENT

1. Car Service Contract No. 3553 dated October 25, 1985 between General American Transportation Corporation ("GATX"), as lessor, and Columbia Nitrogen Corporation ("Columbia"), as lessee; as amended and/or supplemented by:	GATX10140, GATX10936, GATX11300, GATX11467, GATX11468, GATX14777, GATX21607, GATX24525, GATX25406, GATX25414, GATX27851, GATX29017, GATX29194, GATX29195, GATX38217, GATX38634, GATX39026, GATX39198, GATX39633, GATX42864, GATX42932, GATX42950, GATX45576, GATX50354, GATX50835, GATX57353, GATX57356, GATX80882, GATX80883, GATX80989, GATX87296, GATX96986, GATX97784, GATX98161, GATX99512, GATX99521, GATX2523, GATX10685, GATX11463, GATX19319, GATX25700, GATX34128, GATX50656, GATX76812, GATX97670, GATX97702, GATX97711, GATX97735, GATX97740, GATX98947, GATX99652, GATX19336, GATX25792, GATX27642, GATX34120, GATX34123, GATX41572, GATX41533, GATX66685, GATX81681, GATX91784, GATX91813, GATX92881, GATX93550, GATX93646, GATX97761, GATX98597, GATX98701, GATX98715, GATX99693, GATX99879, GATX25606, GATX25608, GATX25609, GATX25610, GATX25612, GATX57677, GATX57683
(a) Car Cleaning Contract between GATX and Columbia;	
(b) Rider No. 1 to Car Service Contract No. 3553, as renewed by Amendment No. 1 to Rider No. 1 dated October 31, 1988 between GATX and Columbia;	
(c) Rider No. 2 to Car Service Contract No. 3553 between GATX and Columbia, if renewed and/or in effect as of the date hereof;	
(d) Rider No. 3 to Car Service Contract No. 3553 between GATX and Columbia, as amended by Amendment No. 1 to Rider No. 3 between GATX and Columbia, if renewed and/or in effect as of the date hereof;	
(e) Rider No. 4 to Car Service Contract No. 3553 between GATX and Columbia, as amended by Amendment No. 1 to Rider No. 4 between GATX and Columbia and Amendment No. 2 to Rider No. 4 between GATX and Columbia, if renewed and/or in effect as of the date hereof;	

LEASE AGREEMENTROLLING STOCK COVERED  
BY LEASE AGREEMENT

- (f) Rider No. 5 to Car Service  
Contract No. 3553 between GATX  
and Columbia, as amended by  
Amendment No. 1 to Rider No. 5  
between GATX and Columbia, if  
renewed and/or in effect as of  
the date hereof; and
- (g) Rider No. 6 to Car Service  
Contract No. 3553 between GATX  
and Columbia, if renewed and/or  
in effect as of the date hereof.
2. Car Service Agreement dated October  
1, 1984 between Union Tank Car  
Company ("UTCC"), as lessor, and  
Columbia Nitrogen Corporation  
("Columbia"), as lessee, as amended  
and/or supplemented by:
- (a) Rider No. 7 to Car Service  
Agreement dated November 13,  
1987 between UTCC and Columbia;
- (b) Rider No. 9 to Car Service  
Agreement dated December 1, 1988  
between UTCC and Columbia; and

GATX59847, GATX59850,  
GATX59858, GATX8936,  
GATX10528, GATX10919,  
GATX11017, GATX11073,  
GATX11507, GATX13940,  
GATX18681, GATX20015,  
GATX25999, GATX26451,  
GATX27493, GATX34543,  
GATX39534, GATX41578,  
GATX52290, GATX52727,  
GATX69443, GATX87484,  
GATX88198, GATX88468,  
GATX91828, GATX94725,  
GATX97670, GATX98615,  
GATX10137, GATX10139,  
GATX10141, GATX10727,  
GATX10728, GATX10729,  
GATX10730, GATX10731,  
GATX11340, GATX11341,  
GATX11343, GATX11344,  
GATX11345, GATX11347,  
GATX11348, GATX11349,  
GATX39052, GATX87292,  
GATX87483, GATX97709,  
GATX97732, GATX97760,  
GATX97786, GATX97787

UTLX84063, UTLX84195,  
UTLX84616, UTLX84717,  
UTLX84760, UTLX84790,  
UTLX84794, UTLX58706,  
and all cars covered  
by Rider Nos. 4, 5,  
6, 8 and any other  
Riders.

LEASE AGREEMENTROLLING STOCK COVERED  
BY LEASE AGREEMENT

(c) All other riders to the Car Service Agreement, to the extent that the Car Service Agreement and the Riders thereto have been renewed and/or are effective as of the date hereof.

3. Railroad Car Master Leasing Agreement No. 1 between Zip Transportation Company, Inc. ("ZIP"), as lessor, and Columbia Nitrogen Corporation ("Columbia"), as lessee, dated December 7, 1979, as amended and/or supplemented by:

(a) Rider No. 5, and Amendment No. 1 and Amendment No. 2 to Rider No. 5, said Amendment No. 2 to Rider No. 5 dated December 14, 1984 between ZIP and Columbia;

(b) Rider No. 6, dated September 13, 1984, between ZIP and Columbia;

(c) Rider No. 7, dated September 23, 1985 between ZIP and Columbia; and

(d) All other Riders, to the extent that Railroad Car Master Leasing Agreement No. 1 and all Riders thereto have been renewed and/or are effective as of the date hereof.

4. Car Service Contract No. 4-4287, dated January 26, 1987 between ACF Industries Incorporated ("ACF") and Columbia Nitrogen Corporation ("Columbia").

NATX21022, NATX21190,  
NATX21270, NATX21457,  
NATX21598, NATX22223,  
NATX22421, NATX22474,  
NATX23319, NATX23440,  
NATX23696, NATX71298,  
NATX71340, NATX71565,  
NATX71573, NATX71613,  
NATX71667, NATX71960,  
NATX71980, NATX73226,  
NATX73228, NATX73229,  
NATX21608, NATX21968,  
NATX21977, NATX23849,  
NATX23852, NATX24804,  
NATX75174, UTLX48236,  
UTLX48237, UTLX48238,  
UTLX48240, UTLX48243

ACFX83139, ACFX83140,  
ACFX83146, ACFX83153,  
ACFX83154, ACFX83155,  
ACFX83157, ACFX83162,  
ACFX83165, ACFX83166

LEASE AGREEMENTROLLING STOCK COVERED  
BY LEASE AGREEMENT

5. Renewal of Car Service Contract No. 4-1884, dated March 22, 1989 between ACF and Columbia.
6. Renewal of Car Service Contract No. 4-0965, dated March 22, 1989 between ACF and Columbia.
7. Renewal of Car Service Contract No. 4-1567, dated May 2, 1989 between ACF and Columbia, to the extent that the same has been renewed and/or amended as of the date hereof.
8. Car Service Contract No. 4-5095 dated November 2, 1988 between ACF and Columbia.

ACFX18594, ACFX18611,  
ACFX18735, ACFX18759ACFX16919, ACFX17063,  
ACFX17070, ACFX17158,  
ACFX17206, ACFX17221,  
ACFX17225, ACFX17263,  
ACFX17282, ACFX17323,  
ACFX17324, ACFX17327,  
ACFX17364, ACFX17365,  
ACFX18588ACFX12055, ACFX12199,  
ACFX12236, ACFX12242,  
ACFX12244, ACFX12419,  
ACFX12575, ACFX12576,  
ACFX12577, ACFX12583,  
ACFX12953, ACFX12974,  
ACFX12976, ACFX81084,  
ACFX81294, ACFX81307,  
ACFX81641, ACFX81642,  
ACFX81663, ACFX81664,  
ACFX81767, ACFX81777,  
ACFX81781, ACFX81787,  
ACFX81796, ACFX82934,  
ACFX82938, ACFX88966

ACFX12025

LEASE AGREEMENT

9. Car Service Contract No. 4-4859,  
dated April 29, 1988 between ACF and  
Columbia.
  
10. Lease Agreement dated March 12, 1983  
between Rex Railways, as lessor, and  
Columbia Nitrogen Corporation, as  
lessee.

ROLLING STOCK COVERED  
BY LEASE AGREEMENT

Ten (10) Class  
DOT 111A60ALW1, 21,000  
gallon, interior  
coiled, insulated  
tank cars, equipped  
with 100-ton trucks,  
each initialled ACFX,  
numbers unspecified;  
contract provides  
"numbered as assigned."

RREX4500, RREX4501  
RREX4502, RREX4503